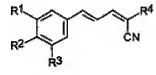
I. Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (Currently Amended) A compound of Formula I, or a salt, solvate, or hydrate thereof:



I

wherein

R^1 and R^2 are ~~each independently selected from H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}alkylCO_2, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), C_{1-6}alkyl(C=O)NH, C_{1-6}alkyl(C=O)N(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo, or R^1 and R^2 together represent O-C_{1-6}alkyl-O, thereby forming a ring~~ both OH or R^1 and R^2 are both OCH_3;

R^3 is selected from ~~H, OH, C_{1-6}alkyl, C_{1-6}alkoxy,~~ C_{1-6}alkylCO_2, ~~NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl),~~ C_{1-6}alkyl(C=O)NH, or C_{1-6}alkyl(C=O)N(C_{1-6}alkyl) ~~, SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_n$-Ar~~;

R^4 is selected from C(X)R^5, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), P(O)$(OH)_2$, P(O)$(OC_{1-6}alkyl)_2$, and C(NH_2)=C$(CN)_2$;

X is selected from O, S, NH and N-C_{1-6}alkyl;

R^5 is selected from NH_2, OH, $NH(CH_2)_p$Ar, $NH(CH_2)_p$OH, $(CH_2)_pOC_{1-6}$alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, $NHC(O)NH_2$, NHC(O)C_{1-6}alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

~~n is 0 to 4;~~ and

p is 1-4 ;

~~provided that at least one of R^1, R^2, and R^3 is selected from C_{1-6}alkylCO_2, C_{1-6}alkyl(C=O)NH, or C_{1-6}alkyl(C=O)N(C_{1-6}alkyl) or~~

~~R^1 and R^2 together represent O C_{1-6}alkyl O, thereby forming a ring~~.

2-5. (Cancelled)

6. (Currently Amended) The compound according to claim 1, wherein R^3 is selected from ~~H, OH, C_{1-4}alkyl, C_{1-4}alkoxy,~~ C_{1-4}alkylCO_2, ~~NH_2, NH C_{1-4}alkyl, N(C_{1-4}alkyl)(C_{1-4}alkyl),~~ C_{1-4}alkyl(C=O)NH, or C_{1-4}alkyl(C=O)N(C_{1-4}alkyl) ~~, SH, S C_{1-4}alkyl, NO_2 and halo~~.

7. (Currently Amended) The compound according to claim 6, wherein R^3 is selected from ~~H, OH, OCH_3,~~ CH_3CO_2, ~~SH, SMe, NO_2,~~ CH_3CONH, or CH_3CONCH_3~~, and halo~~.

8. (Cancelled)

9. (Previously Presented) The compound according to claim 1, wherein R^4 is selected from $C(X)R^5$ and $C(NH_2)=C(CN)_2$.

10. (Original) The compound according to claim 9, wherein R^4 is $C(X)R^5$.

11. (Previously Presented) The compound according to claim 10, wherein X is selected from O and S.

12. (Previously Presented) The compound according to claim 10, wherein R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and C_{1-4}alkoxy.

13. (Original) The compound according to claim 12, wherein p is 1-3.

14. (Currently Amended) The compound according to claim ~~13~~ 12, wherein R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and OCH_3.

15. (Original) The compound according to clam 14, wherein p is 1-2.

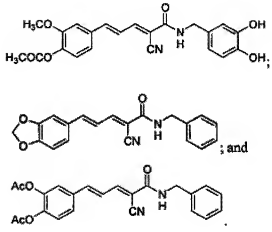
16. (Currently Amended) The compound according to claim 1, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents ~~optionally~~ independently selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

17. (Currently Amended) The compound according to claim 14, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents ~~optionally~~ independently selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

18. (Currently Amended) The compound according to any of claims 16 and 17, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents ~~optionally~~ independently selected from OH, C_{1-4}alkyl, C_{1-4}alkoxy, NH_2, NH-C_{1-4}alkyl, N(C_{1-4}alkyl)(C_{1-4}alkyl), SH, S-C_{1-4}alkyl, NO_2, CF_3, OCF_3 and halo.

19. (Currently Amended) The compound according to claim 18, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents ~~optionally~~ independently selected from OH, OCH_3, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, CF_3, OCF_3 and halo.

20. (Previously Presented) A compound selected from:



21. (Currently Amended) A composition comprising a compound according to claim 1 or claim 38 in admixture with a pharmaceutically acceptable diluent or carrier.

22-29 (Cancelled)

30. (Currently Amended - Withdrawn) A method of modulating cell proliferation comprising administering an effective amount of a compound capable of modulating cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

31. (Currently Amended - Withdrawn) A method of inhibiting cell proliferation comprising administering an effective amount of a compound capable of inhibiting cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

32. (Currently Amended - Withdrawn) A method of inhibiting cancer cell proliferation comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

33. (Currently Amended - Withdrawn) A method of treating cancer comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

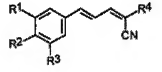
34. (Currently Amended - Withdrawn) A method according to claim 32 ~~or 33~~ wherein said cancer is a hematopoietic cell cancer.

35. (Currently Amended - Withdrawn) A method according to claim 32 ~~or 33~~ wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.

36. (Previously Presented - Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia, aggressive Philadelphia+ leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia,

37. (Previously Presented - Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia.

38. (New) A compound of Formula I, or a salt, solvate, or hydrate thereof:



I

wherein

R^1 is OCH_3 and R^2 is OH;

R^3 is selected from $C_{1\text{-}6}alkylCO_2$, $C_{1\text{-}6}alkyl(C{=}O)NH$, or $C_{1\text{-}6}alkyl(C{=}O)N(C_{1\text{-}6}alkyl)$;

R^4 is selected from $C(X)R^5$, SO_3Ar, NH_2, $NH\text{-}C_{1\text{-}6}alkyl$, $N(C_{1\text{-}6}alkyl)(C_{1\text{-}6}alkyl)$, $P(O)(OH)_2$, $P(O)(OC_{1\text{-}6}alkyl)_2$, and $C(NH_2){=}C(CN)_2$;

X is selected from O, S, NH and $N\text{-}C_{1\text{-}6}alkyl$;

R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$, $(CH_2)_pOC_{1\text{-}6}alkyl$, $C_{1\text{-}6}alkyl$, $C_{1\text{-}6}alkoxy$, $NHNH_2$, $NHC(O)NH_2$, $NHC(O)C_{1\text{-}6}alkoxy$, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents,

independently selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo; and
p is 1-4.

39. (New) The compound according to claim 38, wherein R^3 is selected from C_{1-4}alkylCO_2, C_{1-4}alkyl(C=O)NH, or C_{1-4}alkyl(C=O)N(C_{1-4}alkyl).

40. (New) The compound according to claim 39, wherein R^3 is selected from CH_3CO_2, CH_3CONH, or CH_3CONCH_3.

41. (New) The compound according to claim 38, wherein R^4 is selected from $C(X)R^5$ and $C(NH_2)=C(CN)_2$.

42. (New) The compound according to claim 41, wherein R^4 is $C(X)R^5$.

43. (New) The compound according to claim 42, wherein X is selected from O and S.

44. (New) The compound according to claim 42, wherein R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and C_{1-4}alkoxy.

45. (New) The compound according to claim 44, wherein p is 1-3.

46. (New) The compound according to claim 44, wherein R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and OCH_3.

47. (New) The compound according to clam 46, wherein p is 1-2.

48. (New) The compound according to claim 38, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

49. (New) The compound according to claim 46, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents independently selected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

50. (New) The compound according to claim 48, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents independently selected from OH, C_{1-4}alkyl, C_{1-4}alkoxy, NH_2, NH-C_{1-4}alkyl, N(C_{1-4}alkyl)(C_{1-4}alkyl), SH, S-C_{1-4}alkyl, NO_2, CF_3, OCF_3 and halo.

51. (New) The compound according to claim 50, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents independently selected from OH, OCH_3, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, CF_3, OCF_3 and halo.

52. (New - Withdrawn) A method according to claim 33 wherein said cancer is a hematopoietic cell cancer.

53. (New - Withdrawn) A method according to claim 33 wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.